Regulator File No.

84-01100

GENERAL:

In accordance with Rule 202 of Regulation S-T, this amendment to Form TA-I is being filed in paper pursuant to a continuing hardship exemption.

OMB Approval				
OMB Number:	3235-0084			
Expires:	April 30, 2012			
Estimated averag	ge burden hours per			
response	2.0			



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM TA-1

Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the

UNIFORM FORM FOR REGISTRATION AS A TRANSFER AGENT AND FOR AMENDMENT TO REGISTRATION PURSUANT TO SECTION 17A OF THE SECURITIES AND EXCHANGE ACT OF 1934

Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Cor Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 193 completing this form. Please print or type all responses.	
1. Appropriate regulatory agency (check one) (See General Instruction D):	
☐ Comptroller of the Currency ☐ Board of Governors of the Fede ☐ Federal Deposit Insurance Corporation ☐ Securities and Exchange Comm	
2. Filing Status of this form (check one):	
☐ Registration ☐ Amendment to Registration	
SECURITI	IES AND EXCHANGE COMMISSION
3. a. Full name of registrant: Goldman, Sachs & Co.	RECEIVED
Previous name, if being amended: N/A	DEC 1 3 2011
b. Financial Industry Number Standard (FINS) number (See Special Instruction A1): 900050	SISTRATIONS BRANCH
c. Address of principal office where transfer agent activities are,	Talanhana Numbani
or will be, performed (See Special Instruction A2):	e. Telephone Number: (Include Area Code)
(Number and Street) (City) (State) (Zip Code)	(
71 S. Wacker Dr. Suite 500 Chicago, IL 60606	312-655-4400
d. Mailing address, if different from response to Question 3c. N/A	
4. Does registrant conduct, or will conduct transfer agent activities at any location other than that given in question 3c above? If "yes", provide address(es):	Yes No
5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)? (See Special Instruction A5)	Yes No

SEC 1528 (9-01) Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	Applicant Name	: Goldman, Sachs & Co	<u>.</u>	
Page 2	Date: December	7, 2011		
6. Has registrant, as a nam to perform any transfer		ed, or will it engage, a service	company	Yes No
If "yes," provide the nar perform its transfer ager Name:		all service companies engage	d, or that will be engag	ed, by the registrant to
Address: (Number and Stre	eet) (City)	(State)	(Zip Code)	
Name:				
Address: (Number and Str	eet) (City)	(State)	(Zip Code)	
agent to perform transfe	-	N. 64	465 C	
If "yes," provide the nar	ne(s) and FINS number(s) of the named transfer agent e company to perform transfe		rant Delete
If "yes," provide the nar	ne(s) and FINS number(er agent functions:	
If "yes," provide the nar has been engaged, or wi	ne(s) and FINS number(e company to perform transfe	er agent functions:	
If "yes," provide the nar has been engaged, or wi	ne(s) and FINS number(e company to perform transfe	er agent functions:	
If "yes," provide the nar has been engaged, or wi Name:	ne(s) and FINS number(e company to perform transfe	er agent functions:	
If "yes," provide the nar has been engaged, or wi	ne(s) and FINS number(e company to perform transfe FINS Number FINS Number	er agent functions:	
If "yes," provide the nar has been engaged, or wi	ne(s) and FINS number(e company to perform transfer FINS Number FINS Number FINS Number	er agent functions:	
If "yes," provide the nar has been engaged, or wi Name: Name: Name: Name:	ne(s) and FINS number(ll be engaged as a servic ATTENTION: INTE	FINS Number FINS Number FINS Number FINS Number FINS Number	er agent functions:	Delete Delete
If "yes," provide the nar has been engaged, or wind has been engaged, or wind has been engaged. Name: Name: Name: CONST EXECUTION: The	ATTENTION: INTE	FINS Number SINS Number FINS Number FINS Number FINS Number FINS Number	ENTS OR OMISSION See 18 U.S. C. 1001 ar SEC supplement and So	Delete Delete S OF FACT ad 15 U.S.C. 78ff(a) chedules A-D,
If "yes," provide the nar has been engaged, or wind has been engaged, or wind has been engaged. Name: Name: Name: CONST EXECUTION: The	ne(s) and FINS number(II be engaged as a servic ATTENTION: INTE TITUTE FEDERAL CF e registrant submitting the ficial hereby represent the	FINS Number	ENTS OR OMISSION See 18 U.S. C. 1001 ar SEC supplement and So ed herein is true, correct	Delete Delete S OF FACT ad 15 U.S.C. 78ff(a) Chedules A-D,

Robert Allan Mass

Regulator/File No.		OMB APPROVAL
84-01100	SEC Supplement to Form TA-1	OMB Number: 3235-0084 Expires: April 30, 2012
	••	Estimated average burden hours per
		response2.0

Completion of the SEC Supplement to Form TA-1 is required of all independent, non-issuer registrants

		Whose appropriate regulatory agency is the Securities and Exchange Comm			
Fu	Il name of registrant:				
		Goldman, Sachs & Co.			
1.		omplete Schedule A			
2.	(a) directly or indirect	ntity not named in Schedules A, B or C: tly, through agreement or otherwise exercise or have the power to exercise nanagement or policies of applicant; or	Yes	No	
	person or entity exerce (b) wholly or partiall securities made pursu	dule D the exact name of each person or entity and describe the agreement or other bases or has the power to exercise control.) ly finance the business of applicant, directly or indirectly, in any manner other than by lant to the Securities Act of 1933 or by credit extended in the ordinary course of business.	a publ	lic offering of	
		dule D the exact name of each person or entity and describe the agreement or arrangen ailable, including the amount thereof.)	nent th	rough which suc	h
3.	Definitions: Control Affiliate:	- An individual or firm that directly or indirectly controls, is under common with, applicant. Included are any employees identified in Schedules A, B, C or D of tl control. Excluded are any employees who perform solely clerical, administrative functions, or who, regardless of title, perform no executive duties or have no sen authority.	his for e supp	m as exercising ort of similar	
	Investment or investment related	 Pertaining to securities, commodities, banking, insurance, or real estate (including as or being associated with a broker-dealer, investment company, investment adbank, or savings and loan association). 	ng, but viser, f	not limited to, ac futures sponsor,	cting
	Involved	 Doing an act of aiding, abetting, counseling, commanding, inducing, conspiring to supervise another in doing an act. 	with c	or failing reasona	bly
A.	In the past ten years ha	s the applicant or a control affiliate been convicted of or plead guilty or nolo contende	re ("no	contest") to:	
	taking of propert	lemeanor involving: investment or an investment-related business, fraud, false stateme y, or bribery, forgery, counterfeiting or extortion?	Yes □	No □	gful
			Yes	No	
В.	Has any court in the par	·	Yes	No	
		licant or a control affiliate in connection with any investment-related activity?		L. No.	
		oplicant or a control affiliate was involved in a violation of investment-related tions?	Yes	No	
C.		and Exchange Commission or the Commodity Futures Trading Commission ever:	Yes	No	
		ant or a control affiliate to have made a false statement or omission?			
	(2) Found the applic or statues?	ant or a control affiliate to have been involved in a violation of its regulations	Yes	No	

J	Regulator/File No.					
	84-01100 Supplem	ent to Form TA-1 Page 2				
((3) Found the applicant or a control affiliate to have been a cause having its authorization to do business denied, suspended, re	e of an investment-related business evoked or restricted?		Yes		No
((4) Entered an order denying, suspending or revoking the application registration or otherwise disciplined it by restricting its activ			Yes		No
Э.	 Has any other Federal regulatory agency or any state regulatory (1) ever found the applicant or a control affiliate to have made 	y agency: a false statement or omission or to have beer	ı dishor	nest, un	fair, or	
	unethical? (2) ever found the applicant or a control affiliate to have been in	nvolved in a violation of investment-related r	⊠ regulatio	Yes ons or s	atutes	No ?
			\boxtimes	Yes		No
	(3) ever found the applicant or a control affiliate to have been a business denied, suspended, revoked, or restricted?	cause of an investment-related business have	ing its a	uthoriz	ation to	o do
	business defied, suspended, revoked, or resureded.			Yes		No
	(4) in the past ten years entered an order against the applicant of	or a control affiliate in connection with invest	:ment-re	elated a	ctivity	?
	(5) ever denied, suspended, or revoked the applicant's or a contra an investment-related business, or otherwise disciplined it by re		ted it f	Yes rom ass	☐ ociatin	No g with
	<u></u>			Yes		No
	(6) ever revoked or suspended the applicant's or a control affiliat	te's license as an attorney or accountant?				
Ξ.	E. Has any self-regulatory organization or commodities exchange	ever:		Yes		No
	(1) found the applicant or a control affiliate to have made	a false statement or omission?		Yes		No
	(2) found the applicant or a control affiliate to have been	involved in a violation of its rules?	\boxtimes	Yes		No
	(3) found the applicant or a control affiliate to have been business?	the cause of an investment-related business I	osing it	s author	rizatior	to do
	business:			Yes		No
	(4) Disciplined the applicant or a control affiliate by experimental association with other members, or by otherwise restr		barring	or susp	ending	its
	association with other memoris, or by other wise rest.			Yes		No
₹.	Has any foreign government, court, regulatory agency, or exchargelated to investments or fraud?	ange ever entered an order against the applica	ant or a	control Yes	affiliat	te No
) .	G. Is the applicant or a control affiliate now the subject of any pro-	ceeding that could result in a yes answer to pa	arts A-l	F of this Yes	item?	No
ł.	H. Has a bonding company denied, paid out on, or revoked a bond	I for the applicant or a control affiliate?				
	Does the applicant or a control affiliate have any unsatisfied jud	dgments or liens against it?		Yes		No
•	. Does the applicant of a control arritage have any ansatisfied just	-8		Yes		No

The titleThe court	riduals named and date of the tor body taking of the procee	e action and the action and	its location				
File Number 84-01100			of SEC Supple or Corporate R		`A-1		
A. each C Compl B. each or securit Control – through or officer ex has the ri is presum Ownershi NA – 0 –	chief Executive liance Officer, ther person where y of registrant control Person the power to ownership of secretaring execution of the power to exercising execution to vote 25 and to control to codes are: 5% B-1	priate columns for e Officer, Chief For Director, and per ho is, directly or i	Financial Officer rsons with similar indirectly the beautiful of the second of the cract, or otherwise ty (or having single of the voting second of the vot	, Chief Operation status or funct neficial owner of Control is define management on the Any individuality of furties or is entitive.	ns Officer, Cons and f 5% or more ned as: r policies of al or firm the nections) or the	Chief Legal Control of any class a company, at is a directly of at directly of the control of th	whether or, partner or r indirectly
ADD	Section fo	or Initial Registrat	tion and for Ame	ndments Report	ing Addition	nal Persons.	
Full Name Last First	Middle	Social Security Number	Date of Relatio (beginning)	nship Title or Status	Coc	nership le	Control Person
	Section for an persons.	nendments report	ing changes in th	ne title, status or	ownership c	ode of previo	ously reported
DELETE		Section for	amendments to		f previously	reported per	sons.

4. For each yes to Item 3, provide on Schedule D the following details of any court or regulatory action:

File Number		Schedi	ule B of SEC Supplen For Partnership R		TA-1	
84-01100			Tor raithership K	egisti aiits		
Date: Mo/Day/Yr 12/7/2011	Full Name of Goldman, S	Registrant: Sachs & Co.				
		This form	requests information or	n partnership r	egistrants.	
		•	and list all limited and	special partne	ers who have contrib	outed 5% or
	the partnership		1 1 1			
		olete appropriate o	on has "control." Cont	rol is defined	ac.	
			ne direction of the man			whether
through officer e has the r profits is 4. Ownersh NA – 0	ownership of seconds are: - 5% B –	securities, by cont outive responsibility percent or more control that comp 10% up to 25%	tract, or otherwise. An ty (or having similar stoof the voting securities any. $D - 50\% - 75\%$	y individual o tatus or function	r firm that is a directons) or that directly	tor, partner o or indirectly
A-5%	- 10% C - 2	25% up to 50%	E – 75% - 100%			
ADD	Se	ection for Initial R	Registration and for Am	nendments Re	porting Additional I	Persons.
Full Name Last First	Middle	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person
					-	
	 					
AMEND	Section for an reported person	•	ing changes in the title	s, status or owi	nership code of prev	viously
	····					
DELETE		Section for	amendments to report	deletion of pro	eviously reported pe	ersons.
			Ending			

.

File Number	Schedule C of SEC Supplement to Form TA-1	
84-01100	For Partnership Registrants	
Date: Mo/Day/Yr	Full Name of Registrant:	
12/7/2011	Goldman, Sachs & Co.	

This form requests information on applicants other than partnerships and corporations.

					-		
managir	ng the affairs of ch listed person nt.	registrant. 's title or status a	and describe	the nature	e of his author	or participates in dir	al interest in
ADD	Sec	tion for Initial R	egistration a	and for An	nendments Re	porting Additional	Persons.
Full Name Last First	Middle	Social Security Number	Date of Re (beginning		Title or Status	Ownership Code	Control Person
Lust 1 Hst	IVIIdaio						
AMEND	Section for am reported perso	_	ting changes	s in the titl	e, status or ow	vnership code of pre	viously
DELETE		Section for	amendmen	ts to repor	t deletion of p	reviously reported p	bersons.
				Ending			
					-		
					1		

File Number	Schedule D of SEC Supplement to Form TA-1	
84-01100		
	Full Name of Registrant:	
12/7/2011	Goldman, Sachs & Co.	

Use this Schedule to report details of affirmative responses to questions contained in the SEC Supplement.

	is Schedule to report details of affirmative responses to questions contained in the SEC Supplement.
Item on Form (Identify)	Answer
3F	NYSE Euronext LIFFE Market Services, Case Reference No. 20080219GSF Pursuant to settlement proceedings, NYSE Euronext LIFFE ("LIFFE") Market Services, London ("MSL") alleged that on February 19, 2008, Goldman Sachs International ("GSI"), through the agency of an unregistered individual, procured matching business for two client orders which, in each case, were at a price inside the minimum price movement of the Sterling Futures Contract, and which necessitated the execution of two trades in the same strategy at different price levels to achieve the average price, in alleged violation of LIFFE Rule 2.2.3. Further to the settlement proceedings, and following the reduction of the fine by one third, it was agreed that GSI be fined £5,666, and make a contribution of £6,000 towards the costs incurred as a result of the disciplinary proceeding, in relation to contravention of General Notice No. 2515, in respect of facilitating contingent orders which had the effect of achieving a transaction at an average price inside the minimum price movement of the contract concerned. GSI made payment of a monetary penalty to LIFFE of £11,666 in the aggregate by submission of a wire on April 9, 2009. MSL (i) acknowledged that GSI had apologized for the incident and had co-operated fully with MSL during the course of its preliminary investigation, (ii) accepted that neither the sales person nor the responsible person involved had benefitted from the execution of the block trades, and that (iii) GSI had taken steps, since the incidents, to ensure that all relevant staff were fully aware of the provisions of General Notice 2515.
3E(2)	ICE Futures U.S., Inc., Case No. 2011-019 In a Notice of Summary Fine dated October 13, 2011, ICE Futures U.S., Inc. ("ICE") Compliance Department informed Goldman, Sachs & Co. (the "Firm") that, after completing a review of audit trail data corresponding to orders that were routed to the ICE Electronic Trade System ("ETS") through a third-party front-end employed by a client of the Firm, ICE Compliance Department concluded that the Firm failed to provide complete el ectronic audit trail data corresponding to 18 orders that were entered onto the ETS in October 2010, in alleged violation of ICE Rule 27.12A. Without admitting or denying the allegations, the Firm consented to a fine in the amount of \$5,000 which was paid by submission of a wire on October 21, 2011.
3D(1); 3D(2)	Minnesota Department of Commerce, File 16249 Various state regulators, including the Minnesota Department of Commerce, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Order with the Minnesota Department of Commerce on October 27, 2011, in which: (i) the Minnesota Department of Commerce alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$176,017.95 to the Minnesota Department of Commerce, which amount was paid on November 3, 2011.

3D(1); 3D(2)

Department of Insurance, Securities and Banking of the District of Columbia, Order No. SB-CO-24-11 Various state regulators, including the Department of Insurance, Securities and Banking of the Government of the District of Columbia, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into an Administrative Consent Order with the Department of Insurance, Securities and Banking of the Government of the District of Columbia on November 2, 2011, in which: (i) the Department of Insurance, Securities and Banking of the Government of the District of Columbia alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$98,427.93 to the Department of Insurance, Securities and Banking of the Government of the District of Columbia, which amount was paid on November 14, 2011.

3D(1); 3D(2)

Ohio Division of Securities, Order No. 11-043

Various state regulators, including the Ohio Division of Securities, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into an Administrative Consent Order with the Ohio Division of Securities on November 2, 2011, in which: (i) the New Mexico Securities Division alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$410,062.50 to the Ohio Division of Securities, which amount was paid on November 15, 2011.

3D(1); 3D(2)

Florida Office of Financial Regulation, Administrative Proceeding No. 0559-S-4/11

Various state regulators, including the Florida Office of Financial Regulation, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Agreement and Final Order with the Florida Office of Financial Regulation on November 3, 2011, in which: (i) the Florida Office of Financial Regulation alleged that the Firm failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$1,755,209.90 to the Florida Office of Financial Regulation, which amount was paid on November 14, 2011.

3D(1); 3D(2)

New Mexico Securities Division, Order No. 11-11-998-003

Various state regulators, including the New Mexico Securities Division, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Order with the New Mexico Securities Division on November 15, 2011, in which: (i) the New Mexico Securities Division alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$73,187.42 to the Minnesota Department of Commerce, which amount was paid on November 23, 2011.

3E(2)

FINRA MRV No. 2011027068601

A Financial Industry Regulatory Authority, Inc. ("FINRA") review indicated that, in connection with partial transfer requests where Goldman, Sachs & Co. (the "Firm") was acting as a Partial Transfer Deliverer, the Firm had: (i) one purged Partial Transfer Receiver ("PTR") request during the month of December 2009 (the Firm processed 49 PTR account transfers during such month); (ii) two purged PTR requests during the month of March 2010 (the Firm processed 90 PTR account transfers during such month); and (iii) one purged PTR request during the month of October 2010 (the Firm processed 68 PTR account transfers during such month), in alleged violation of NASD Rule 11870. Without admitting or denying the allegations, the Firm executed and submitted a Minor Rule Violation Letter (MRV), which was accepted by FINRA Department of Enforcement on November 18, 2011, and on November 28, 2011, the Firm submitted a wire to FINRA in payment of a fine in the amount of \$2,500.